

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE:

GENERAL MOTORS CORP., et al.

Debtors.

)  
) Chapter 11 Case No.

) 09-50026 (REG)

)  
) (Jointly Administered)  
)

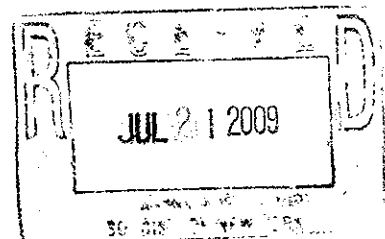
**PARK NATIONAL BANK'S LIMITED OBJECTION TO EXHIBIT D FORM OF  
ASSUMPTION AND ASSIGNMENT NOTICE TO ORDER  
GOVERNING PROCEDURES**

NOW COMES Park National Bank ("Park National"), by and through its counsel, and for its Limited Objection to Exhibit D Form of Assumption and Assignment Notice to Order Governing Procedures, states as follows:

1. On June 1, 2009, the Debtors<sup>1</sup> filed Voluntary Petitions for relief under Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code").
2. Park National is the assignee of several contracts (the "Contracts") between Debtors and Pacific Rim Capital, PRC HF, Technology Investment Partners, and Sun Microsystems Global Financial Services, Inc. A spreadsheet detailing the Contracts and their cure amounts is attached hereto as Exhibit 1.
3. On June 1, 2009, this Court entered an Order, which, among other things, established assumption and assignment procedures. Exhibit D to the Order, entitled "Form of Assumption and Assignment Notice," set forth the form of the Notice that would be sent to Debtors' creditors if

---

<sup>1</sup>The Debtors and their respective Tax ID numbers are as follows: General Motors Corporation, Tax ID No. 38-0572515; Saturn, LLC, Tax ID No. 38-2577506; Saturn Distribution Corporation, Tax ID No. 38-2755764; and Chevrolet-Saturn of Harlem, Inc., Tax ID No. 20-1426707.



Debtors intended to assume and assign executory contracts and unexpired leases and the cure amounts related thereto ("Assumption Notices"). See Exhibit D to Order entered June 1, 2009.

4. Park National has not received any Assumption Notices regarding its Contracts. The Debtors also have not filed any motions rejecting the Contracts.

5. After contacting the General Motors Hotline, Park National believes that any Assumption Notices regarding the Contracts will be sent to Pacific Rim Capital, PRC HF, Technology Investment Partners, or Sun Microsystems Global Financial Services, Inc., as they were the original parties to the Contracts.

6. However, as Park National is the true party in interest to the Contracts, it must be apprized of any intent by Debtors to assume and assign the Contracts. Accordingly, Park National files this Limited Objection to any cure amounts to the Contracts until it is fully apprized of any intent to assume and assign the Contracts by Debtors and the Debtors' calculation of cure amounts.

Respectfully Submitted,

Dated: July 21, 2009

PARK NATIONAL BANK

By: s/ Thomas V. Askounis

Thomas V. Askounis, Esq. (IL #0077720)  
Askounis & Darcy, PC  
401 North Michigan Avenue  
Suite 550  
Chicago, IL 60611  
(312) 784-2400 Telephone  
(312) 784-2410 Facsimile  
[taskounis@askounisdarcy.com](mailto:taskounis@askounisdarcy.com)

General Motors										
Acct #	Note #	Sch #	Lease Pmt	Lessor	Rent Due Date	Cure Amt.	Date Pmt Rec'd	Original Lessor	Maturity Date	Rate Balance
195457	28146	207	34,509.90	CSA	7/7/2009	34,508.90		Pacific Rim	8/7/10	9.25% 456,319.68
195457	27020	176	8,029.43	Pacific Rim	7/1/2009	8,029.43		Pacific Rim	1/1/10	5.95% 55,107.59
195457	28797	24 R2	200.00	PRC HF	7/1/2009	200.00		Pacific Rim	8/1/09	7.75% 396.16
195457	28798	25 R1	9,131.62	PRC HF	7/1/2009	9,131.62		Pacific Rim	9/1/09	7.75% 27,044.78
195457	28801	36 R1	9,215.00	PRC HF	7/1/2009	8,815.11		Pacific Rim	9/1/09	7.75% 27,291.73
195457	28803	97 R1	1,500.00	Pacific Rim	7/1/2009	1,500.00		Pacific Rim	7/1/09	7.75% 1,490.37
195457	28805	116 R1	350.00	Pacific Rim	7/1/2009	350.00		Pacific Rim	7/1/09	7.75% 347.75
195457	28806	151 R1	966.00	Pacific Rim	7/1/2009	966.00		Pacific Rim	7/1/09	7.75% 999.80
195457	28808	170 R2	1,000.00	Pacific Rim	7/1/2009	1,000.00		Pacific Rim	9/1/09	7.75% 2,961.66
195457	28810	171 R2	975.00	PRC HF	7/1/2009	975.00		Pacific Rim	8/1/09	7.75% 1,931.27
195457	28908	34 R1	2,875.00	Pacific Rim	7/1/2009	2,875.00		Pacific Rim	10/1/09	8.00% 11,310.86
195457	28910	41 R1	4,822.00	Pacific Rim	7/1/2009	4,822.00		Pacific Rim	11/1/09	8.00% 23,635.20
195457	28927	08 R2	1,125.00	Pacific Rim	7/1/2009	1,125.00		Pacific Rim	11/1/09	8.00% 5,514.23
195457	28928	14 R1	1,700.00	Pacific Rim	7/1/2009	1,700.00		Pacific Rim	10/1/09	8.00% 6,688.16
195457	28929	25 R3	608.23	PRC HF	7/1/2009	608.23		Pacific Rim	11/1/09	8.00% 2,981.26
195457	28931	36 R3	180.00	Pacific Rim	7/1/2009	180.00		Pacific Rim	11/12/09	8.00% 882.26
195457	28933	76 R1	175.00	Pacific Rim	7/1/2009	175.00		Pacific Rim	9/1/09	8.00% 518.07
195457	28934	78 R1	863.00	Pacific Rim	7/1/2009	863.00		Pacific Rim	11/1/09	8.00% 4,230.03
195457	28997	90 R1	11,421.00	Pacific Rim	7/1/2009	11,421.00		Pacific Rim	3/1/11	9.50% 220,164.59
195457	28998	101 R1	18,252.77	Pacific Rim	7/1/2009	18,252.77		Pacific Rim	3/1/11	9.50% 351,861.83
195457	28999	128 R1	19,577.78	Pacific Rim	7/1/2009	19,577.78		Pacific Rim	3/1/11	9.50% 377,404.27
195457	29002	105 R1	11,026.89	Pacific Rim	7/1/2009	11,026.89		Pacific Rim	3/1/11	9.50% 212,567.28
195457	29003	134 R1	4,881.81	Pacific Rim	7/1/2009	4,881.81		Pacific Rim	3/1/11	9.50% 94,107.50
195457	29004	102 R1	8,922.80	Pacific Rim	7/1/2009	8,922.80		Pacific Rim	3/1/11	9.50% 172,006.37
195457	29005	131 R1	3,037.19	Pacific Rim	7/1/2009	3,037.19		Pacific Rim	3/1/11	9.50% 58,548.43
195457	28506	3026	15,863.90	TIP	6/30/2009	15,863.90		TIP	12/31/09	9.50% 2,116,271.13
195457	28508	3001	8,187.11	TIP	6/30/2009	8,187.11		TIP	11/30/09	9.50% 47,743.68
195457	28538	3051	9,221.03	TIP	6/30/2009	9,221.03		TIP	4/30/10	9.40% 96,832.45
195457	28539	3052	10,430.33	TIP	6/30/2009	10,430.33		TIP	4/30/10	9.40% 109,531.60
195457	28830	3062	10,891.31	TIP	6/30/2009	10,891.31		TIP	5/31/10	7.68% 125,427.96
195457	28818	3067	6,320.19	TIP	6/30/2009	6,320.19		TIP	6/30/10	7.78% 78,547.73
195457	28822	3072	196.72	TIP	6/30/2009	196.72		TIP	3/31/10	7.78% 1,898.71
195457	28819	3071	3,976.75	TIP	6/30/2009	3,976.75		TIP	6/30/10	7.78% 49,423.28
195457	28817	3074	10,369.00	TIP	6/30/2009	10,369.00		TIP	6/30/10	7.78% 128,866.62
195457	28820	3085	1,804.77	TIP	6/30/2009	1,804.77		TIP	9/30/10	7.78% 27,343.99
195457	28821	3084	1,437.90	TIP	6/30/2009	1,437.90		TIP	8/31/10	7.78% 20,488.93
195457	28877	3096	2,517.85	TIP	6/30/2009	2,517.85		TIP	10/31/10	7.15% 40,594.46
195457	28878	3103	1,909.79	TIP	6/30/2009	1,909.79		TIP	10/31/10	7.15% 30,790.88
195457	28876	3092	4,097.49	TIP	6/30/2009	4,097.49		TIP	10/31/10	7.15% 66,043.20
195457	29010	3130	2,380.71	TIP	6/30/2009	2,380.71		TIP	12/31/10	10.50% 41,509.59
195457	29011	3131	12,828.94	TIP	7/31/2009	12,828.94		TIP	12/31/10	10.50% 226,305.44

[illegible]